

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE PFIZER INC. SHAREHOLDER DERIVATIVE  
LITIGATION

No. 09 Civ. 7822 (JSR)

ECF Case

**DECLARATION OF HAL S. SHAFTEL IN SUPPORT  
DEFENDANTS' MOTION FOR PRELIMINARY SETTLEMENT APPROVAL**

Hal S. Shaftel, an attorney admitted to practice before this Court and a member in the law firm of Cadwalader, Wickersham & Taft LLP, counsel for the Director Defendants, submits this Declaration in support of Defendants' Motion for Preliminary Settlement Approval ("Defs.' Mot.") and pursuant to 28 U.S.C. § 1746 hereby declares:

1. Attached hereto as Exhibit 1 is a true and correct copy of excerpts from Pfizer Inc's 2010 Proxy Statement issued on March 16, 2010.
2. Attached hereto as Exhibit 2 is a true and correct copy of a sample Matters Tracking Chart provided by Douglas Lankler to the Audit Committee dated February 8, 2008, and bearing bates numbers PFE DERIV 00003463-66.
3. Attached hereto as Exhibit 3 is a true and correct copy of the memorandum from Karen Katen to Joe Feczko, Pat Kelly and Hank McCrorie dated November 10, 2000.
4. Attached hereto as Exhibit 4 is a true and correct copy of excerpts from the August 13, 2010 deposition of Henry A. McKinnell.

5. Attached hereto as Exhibit 5 is a true and correct copy of the memorandum from Amy Schulman and Douglas Lankler to the Pfizer Inc Board of Directors, dated May 31, 2009, and bearing bates numbers PFE DERIV 00077299-313.

6. Attached hereto as Exhibit 6 is a true and correct copy of excerpts from the September 21, 2010 deposition of Jeffrey B. Kindler.

7. Attached hereto as Exhibit 7 is a true and correct copy of the Corporate Integrity Agreement between the Office of Inspector General of the Department of Health and Human Services and Pfizer Inc, dated October 24, 2002.

8. Attached hereto as Exhibit 8 is a true and correct copy of an e-mail from Karen Katen to the Bextra Sales Force dated April 5, 2002, with the subject Pfizer/Pharmacia Guidelines bearing bates numbers PFE DERIV 00071893-94.

9. Attached hereto as Exhibit 9 is a true and correct copy of an Agreement and accompanying exhibits between the United States Attorney's Office for the District of Massachusetts and Pharmacia regarding the marketing of Genotropin, dated March 27, 2007, bearing bates numbers EOUSA 1423-60.

10. Attached hereto as Exhibit 10 is a true and correct copy of a DOJ press release dated April 2, 2007, which is also available at <http://www.justice.gov/usao/ma/Press%20Office%20%20Press%20Release%20Files/Apr2007/Pharmacia-Information-Settlement.html>.

11. Attached hereto as Exhibit 11 is a true and correct copy of the April 22, 2004 "Chairman's Briefing Book" from the Pfizer Inc Annual Meeting of Shareholders, and bearing bates numbers BEX004352699-740.

12. Attached hereto as Exhibit 12 is a true and correct copy of a March 15, 2004 memorandum from Jeffrey B. Kindler to Pfizer Inc's Board of Directors, bearing bates numbers PFE DERIV A 00007151-61.

13. Attached hereto as Exhibit 13 is a true and correct copy of excerpts from the August 17, 2010 deposition of Douglas M. Lankler.

14. Attached hereto as Exhibit 14 is a true and correct copy of the Corporate Integrity Agreement Between the Office of Inspector General of the Department of Health and Human Services and Pfizer Inc, dated May 11, 2004.

15. Attached hereto as Exhibit 15 is a true and correct copy of a memorandum from Mick Mosebrook to the Pfizer U.S. Sales Force, dated May 3, 2004 and bearing bates numbers BEX000002657-58.

16. Attached hereto as Exhibit 16 is a true and correct copy of a presentation entitled "Healthcare Law Compliance at Pfizer" bearing bates numbers PFE DERIV 00072982-73001.

17. Attached hereto as Exhibit 17 is a true and correct copy of a letter from Robert B. Clark to Thomas Abrams dated November 30, 2006, as well as the attachment to that letter, bearing bates numbers PFE DERIV 00068019-21.

18. Attached hereto as Exhibit 18 is a true and correct copy of a Corporate Compliance Update to the Audit Committee dated September 22, 2005, bearing bates numbers PFE DERIV A 00003359-3397.

19. Attached hereto as Exhibit 19 is a true and correct copy of the Annual Corporate Compliance Review memorandum from Douglas Lankler to the Audit Committee dated September 20, 2006, bearing bates numbers PFE DERIV A 00004056-4066.

20. Attached hereto as Exhibit 20 is a true and correct copy of the Annual Corporate

Compliance Review memorandum from Douglas Lankler to the Audit Committee dated September 18, 2007, bearing bates numbers PFE DERIV A 00003739-3751.

21. Attached hereto as Exhibit 21 is a true and correct copy of the 2008 Annual Corporate Compliance Review memorandum from Douglas Lankler to the Audit Committee dated September 10, 2008, bearing bates numbers PFE DERIV A 00003618-3635.

22. Attached hereto as Exhibit 22 is a true and correct copy of the 2009 Annual Corporate Compliance Review memorandum from Douglas Lankler to the Audit Committee dated September 9, 2009, bearing bates numbers PFE DERIV A 00004405-4420.

23. Attached hereto as Exhibit 23 is a true and correct copy of excerpts from the September 13, 2010 deposition of Hugh Donnelly.

24. Attached hereto as Exhibit 24 is a true and correct copy of excerpts from the July 2, 2010 deposition of Margaret M. Foran.

25. Attached hereto as Exhibit 25 is a true and correct copy of a memorandum from Douglas Lankler to the Board of Directors dated May 31, 2009, with subject “Appendix I to the Evolution of Pfizer’s Compliance Program Memorandum – January 2002 to January 2009” and bearing bates numbers PFE DERIV 00077265-88.

26. Attached hereto as Exhibit 26 is a true and correct copy of redacted minutes for the December 15, 2008 meeting of the Audit Committee, bearing bates numbers PFE DERIV A 00001295-98.

27. Attached hereto as Exhibit 27 is a true and correct copy of redacted minutes for the December 17, 2007 meeting of the Audit Committee, bearing bates numbers PFE DERIV A 00001335-38.

28. Attached hereto as Exhibit 28 is a true and correct copy of redacted minutes for

the June 27, 2007 meeting of the Audit Committee, bearing bates numbers PFE DERIV A 00001357-60.

29. Attached hereto as Exhibit 29 is a true and correct copy of redacted minutes for the December 18, 2006 meeting of the Audit Committee, bearing bates numbers PFE DERIV A 00001379-83.

30. Attached hereto as Exhibit 30 is a true and correct copy of redacted minutes for the September 27, 2006 meeting of the Audit Committee, bearing bates numbers PFE DERIV A 00001388-91.

31. Attached hereto as Exhibit 31 is a true and correct copy of redacted minutes for the December 12, 2005 meeting of the Audit Committee, bearing bates numbers PFE DERIV A 00001413-16.

32. Attached hereto as Exhibit 32 is a true and correct copy of redacted minutes for the September 22, 2005 meeting of the Audit Committee, bearing bates numbers PFE DERIV A 00001425-29.

33. Attached hereto as Exhibit 33 is a true and correct copy of redacted minutes for the May 26, 2005 meeting of the Audit Committee, bearing bates numbers PFE DERIV A 00001439-45.

34. Attached hereto as Exhibit 34 is a true and correct copy of redacted minutes for the December 13, 2004 meeting of the Audit Committee, bearing bates numbers PFE DERIV A 00001461-66.

35. Attached hereto as Exhibit 35 is a true and correct copy of redacted minutes for the May 27, 2004 meeting of the Audit Committee, bearing bates numbers PFE DERIV A 00001479-82.

36. Attached hereto as Exhibit 36 is a true and correct copy of redacted minutes from the September 25, 2008 meeting of the Board of Directors, bearing bates numbers PFE DERIV A 00000065-72.

37. Attached hereto as Exhibit 37 is a true and correct copy of redacted minutes from the June 25 and 26, 2008 meeting of the Board of Directors, bearing bates numbers PFE DERIV A 00000074-81.

38. Attached hereto as Exhibit 38 is a true and correct copy of redacted minutes from the May 26, 2005 meeting of the Board of Directors, bearing bates numbers PFE DERIV A 00000173-81.

39. Attached hereto as Exhibit 39 is a true and correct copy of redacted minutes from the April 28, 2005 meeting of the Board of Directors, bearing bates numbers PFE DERIV A 00000183-92 .

40. Attached hereto as Exhibit 40 is a true and correct copy of redacted minutes from the May 27, 2004 meeting of the Board of Directors, bearing bates numbers PFE DERIV A 00000340-49.

41. Attached hereto as Exhibit 41 is a true and correct copy of redacted minutes from the December 18, 2006 meeting of the Board of Directors, bearing bates numbers PFE DERIV A 00000380-400.

42. Attached hereto as Exhibit 42 is a true and correct copy of redacted minutes from the June 22 and 23, 2006 meeting of the Board of Directors, bearing bates numbers PFE DERIV A 00000415-30.

43. Attached hereto as Exhibit 43 is a true and correct copy of redacted minutes from the June 27-28, 2007 meeting of the Board of Directors, bearing bates numbers PFE DERIV A

00000507-19.

44. Attached hereto as Exhibit 44 is a true and correct copy of redacted minutes from the September 24, 2009 meeting of the Board of Directors, bearing bates numbers PFE DERIV A 00000922-52.

45. Attached hereto as Exhibit 45 is a true and correct copy of a Compliance Update and accompanying memorandum and attachments from Amy Schulman and Douglas Lankler to the Audit Committee dated February 25, 2009, bearing bates numbers PFE DERIV 00004230-39.

46. Attached hereto as Exhibit 46 is a true and correct copy of redacted minutes of the March 22, 2007 Regular Meeting of the Board of Directors of Pfizer Inc bearing bates numbers PFE DERIV 00000534-553.

47. Attached hereto as Exhibit 47 is a true and correct copy of excerpts from Pfizer Inc's 2006 Proxy Statement issued on March 16, 2006.

48. Attached hereto as Exhibit 48 is a true and correct copy of excerpts from Pfizer Inc's 2007 Proxy Statement issued on March 15, 2007.

49. Attached hereto as Exhibit 49 is a true and correct copy of excerpts from Pfizer Inc's 2008 Proxy Statement issued on March 14, 2008.

50. Attached hereto as Exhibit 50 is a true and correct copy of excerpts from Pfizer Inc's 2009 Proxy Statement issued on March 12, 2009.

51. Attached hereto as Exhibit 51 is a true and correct copy of excerpts from the October 8, 2010 deposition of John Chapman.

52. Attached hereto as Exhibit 52 is a true and correct copy of the redacted April 2007 Pfizer Legal Division Board Report, bearing bates numbers PFE DERIV A 00010109-12.

53. Attached hereto as Exhibit 53 is a true and correct copy of the redacted December 2, 2005 legal division report to the board of directors, bearing bates numbers PFE DERIV A 00008791-97.

54. Attached hereto as Exhibit 54 is a true and correct copy of the redacted April 2, 2005 legal division report to the board of directors, bearing bates numbers PFE DERIV A 00008317-30.

55. Attached hereto as Exhibit 55 is a true and correct copy of the redacted June 20, 2003 legal division report to the board of directors, bearing bates numbers PFE DERIV A 00006617-27.

56. Attached hereto as Exhibit 56 is a true and correct copy of an excerpt from the deposition transcript of Lori Pelliccioni dated November 5, 2010.

I declare under penalty of perjury that the foregoing is true and correct. Executed on December 2, 2010 in New York, New York.

/s/ Hal S. Shaftel  
Hal S. Shaftel